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February 2, 2004 R.A. DOCKET ROOM

Honorable Deborah Taylor Tate, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

In Re: Implementation of the Federal Communications Commission's Triennial
Review Order (Nine-month Proceeding) (Loop and Transport)
Docket No. 03-00527

Dear Chairman Tate:

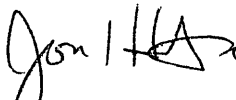
Enclosed please find the original plus fourteen (14) copies of MCI's Objections to
BellSouth's Subpoena Duces Tecum in the above captioned docket .

Copies have been served on all parties of record.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:


Jon E. Hastings

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Implementation of the Federal)	
Communication Commission's)	Docket No. 03-00527
Triennial Review Order – 9 Month)	
Proceeding – Loops and Transport)	

**MCI'S OBJECTIONS TO
BELLSOUTH'S SUBPOENA DUCES TECUM**

MCImetro Access Transmission Services, LLC, Brooks Fiber Communications of Tennessee, Inc. and MCI WorldCom Communications, Inc. (hereinafter collectively referred to as "MCI"), by and through its undersigned counsel, hereby produce its Objections to the Subpoena *Duces Tecum* for Deposition served by BellSouth Telecommunications, Inc. ("BellSouth")

General Objections

MCI makes the following General Objections to BellSouth's Subpoena *Duces Tecum* for Deposition, including the applicable definitions and general instructions therein ("BellSouth discovery"), which, as appropriate, are specifically identified and incorporated into the relevant responses below.

1. MCI objects to the Bell South discovery to the extent it seeks to obtain information regarding "former officers, employees, agents, directors, and all other persons acting or purporting to act on behalf of MCI" as such information is not within MCI's control, it would be unduly burdensome to attempt to obtain, and it is likely irrelevant.

2. MCI objects to the BellSouth discovery to the extent that such discovery calls for information that is exempt from discovery by virtue of the attorney-client privilege, work product privilege, or other applicable privilege.

3. MCI objects to the BellSouth discovery insofar as such discovery is vague, ambiguous, overly broad, imprecise, or utilizes terms that are subject to multiple interpretations but are not properly defined or explained for purposes of these requests. Any responses provided by MCI in response to the BellSouth discovery will be provided subject to, and without waiver of, the foregoing objection.

4. MCI objects to the BellSouth discovery insofar as such discovery is not reasonably calculated to lead to the discovery of admissible evidence and is not relevant to the subject matter of this action.

5. MCI objects to the BellSouth discovery insofar as it seeks information or documents, or seeks to impose obligations on MCI that exceed the requirements of the Tennessee Rules of Civil Procedure, Tennessee law, or any other applicable laws, rules or procedures.

6. MCI objects to providing information to the extent that such information is already in the public record before the Tennessee Regulatory Authority (the "Authority") or which is already in the possession, custody, or control of BellSouth.

7. MCI objects to the BellSouth discovery to the extent that such discovery is overly broad, unduly burdensome, expensive, oppressive, or excessively time consuming as written.

8. MCI objects to each and every request to the extent that the information requested constitutes "trade secrets" under applicable law. To the extent that BellSouth's requests seek proprietary confidential business information that is not the subject of the "trade secrets" privilege, MCI will make such information available to counsel for BellSouth pursuant to an appropriate Protective Agreement, subject to any other general or specific objections contained herein.

9. MCI is a large corporation with employees located in many different locations in Tennessee and in other states. In the course of its business, MCI creates countless documents that are not subject to Authority or FCC retention of records requirements. These documents are kept in numerous locations and are frequently moved from site to site as employees change jobs or as the business is reorganized. Therefore, it is possible that not every document has been identified in response to these requests. MCI will conduct a reasonable and diligent search of those files that are reasonably expected to contain the requested information. To the extent that the BellSouth discovery purports to require more, MCI objects on the grounds that compliance would impose an undue burden or expense.

10. MCI objects to the BellSouth discovery that seeks to obtain “all,” “each,” or “every” document, item, customer, or other such piece of information to the extent that such discovery is overly broad and unduly burdensome. Any answers that MCI may provide in response to the BellSouth discovery will be provided subject to, and without waiver of, this objection.

11. MCI objects to the BellSouth discovery to the extent such discovery seeks to have MCI create documents not in existence at the time of the request.

12. MCI objects to the BellSouth discovery to the extent that such discovery is not limited to any stated period of time or relates to a stated period of time that is longer than is relevant for purposes of the issues in this docket, as such discovery is overly broad and unduly burdensome.

13. In light of the short period of time MCI has been afforded to respond to the BellSouth discovery, the development of MCI’s positions and potentially responsive information

to the BellSouth requests is necessarily ongoing and continuing. MCI expressly reserves the right to supplement or modify its discovery responses based on its ongoing inquiry.

14. MCI objects to each and every discovery request that seeks information regarding MCI's operations in ILEC service areas other than the BellSouth ILEC service area as such information is irrelevant to BellSouth's case in this docket and such discovery is overly broad and unduly burdensome.

15. The Authority previously established deadlines for the serving of discovery in this docket. Those deadlines have passed. On or about October 27, 2003 BellSouth served discovery on MCI. That discovery consisted of data requests that had been previously agreed upon by the parties as to form. On or about November 26, 2003, MCI served responses to BellSouth's discovery. On or about December 15, 2003, MCI supplemented its responses. No further discovery was filed by BellSouth, until January 23, 2004, when Bell South filed the present "Subpoena Duces Tecum." Notwithstanding the style of BellSouth's filing, BellSouth's discovery in this instance consists of interrogatories, requests for admission, and requests for production of documents, all of which were subject to the Authority's now-passed discovery deadline. BellSouth's improper efforts to evade the discovery deadline are apparent not only from reviewing BellSouth's discovery, but also because BellSouth recently served nearly identical discovery on MCI and other CLECs in the Alabama Triennial Review loop and transport docket, In re: Federal Communications Commission's Triennial Review Order (Phase III)-Route-Specific High Capacity Transport and Location-Specific High Capacity Loops, Docket No. 29054. The Alabama discovery was styled "BellSouth Telecommunications, Inc.'s Request for Admissions and Interrogatories and Requests for Production of Documents." By purporting to serve a "Subpoena Duces Tecum For Deposition," which requests that MCI appear

for a deposition and produce documents – in lieu of which MCI is invited to provide information that is “fully and completely responsive” to the “matters upon which examination is requested” – BellSouth has engaged in a transparent attempt to circumvent the Authority’s discovery deadlines and the scheduling order previously entered in this docket.

Objections to Specific Questions

1. Please admit that MCImetro Access Transmission Services, Inc., Brooks Fiber Communications of Tennessee, Inc.; MCI WorldCom, Inc. ("MCI Companies") has deployed high capacity transport facilities to each of the central offices (identified by CLLI codes) listed in Exhibit 1 attached hereto:

MCI'S OBJECTION: MCI incorporates its General Objections as if fully set forth herein, specifically Objections 3, 4, 5, 7, 8, 9, 11, 12, 14 and 15. Further, MCI objects on the ground that the term "transport" is nowhere defined in BellSouth's subpoena. Thus, MCI is unable to answer this question as it is vague. Objecting further, MCI notes that it does not configure its network according to "routes" between pairs of ILEC central offices or wire centers, and it does not deploy dedicated transport on a "route," as such term is defined by the trigger analyses mandated by the Triennial Review Order, between pairs of ILEC central offices or wire centers in BellSouth service territories in Tennessee. MCI additionally objects, noting that neither the deployment of backhaul facilities nor a "route" between an MCI collocation center and an MCI switch or node constitutes dedicated transport for purposes of the Triennial Review. See Triennial Review Order, ¶¶ 365-67. Subject to and without waiving these objections, MCI states that it will respond to the extent such information is available to and is maintained by MCI.

2. Please admit that MCI Companies can route or transport traffic using MCI Companies' own facilities between any pair of central offices to which it has deployed high capacity transport facilities. This includes routing or transporting traffic directly between the central offices or indirectly through an intermediate aggregation point, such as MCI Companies' switch or the switch of another MCI Companies.

MCI'S OBJECTION: MCI incorporates its General Objections as if fully set forth herein, specifically Objections 2, 3, 4, 5, 7, 8, 9, 11, 12, 13, and 15. Further, MCI objects on the ground that neither "transport" nor "route" are defined in BellSouth's subpoena. Thus, MCI is unable to answer this question as it is vague. Objecting further, MCI notes that it does not configure its network according to "routes" between pairs of ILEC central offices or wire centers, that it does not deploy dedicated transport on a "route," as such term is defined by the trigger analyses mandated by the Triennial Review Order, between pairs of ILEC central offices or wire centers in BellSouth service territories in Tennessee. MCI additionally objects, noting that neither the deployment of backhaul facilities nor a "route" between an MCI collocation center and an MCI switch or node constitutes dedicated transport for purposes of the Triennial Review. See Triennial Review Order, ¶¶ 365-67. Additionally, MCI objects to this request to the extent it seeks information regarding transport facilities other than along a "route" as defined in the Triennial Review Order. MCI also objects that this question is overbroad, unduly burdensome, oppressive and not reasonably calculated to lead to the discovery of relevant and admissible evidence. Subject to and without waiving these objections and the notice of unavailability of data, MCI states that it will respond to the extent such information is available to and maintained by MCI.

3. Please admit that MCI Companies has fiber based collocation arrangements at the central offices (identified by CLLI code) listed below:

MCI'S OBJECTION: MCI incorporates its General Objections as if set forth fully herein, specifically Objections 5, 7, 8, 9, 11, 12, 13, and 15. In addition, MCI hereby provides notice that responsive information may not be available in the form requested. Further, MCI states that this question is vague and ambiguous. MCI also objects to this question to the extent MCI previously produced information responsive to this request, thus making the request duplicative, unduly burdensome, and oppressive. Subject to and without waiving these objections and the notice of unavailability of data, MCI states that it will respond to the extent such information exists and is maintained by MCI.

4. If MCI Companies has denied any of the previous Requests for Admissions, state all facts and identify all documents that support such denial.

MCI'S OBJECTION: MCI incorporates its General Objections as if set forth fully herein, specifically Objections 5, 7, 8, 9, 11, 13, and 15, as well as its objections and responses to Questions 1, 2 and 3 above. In addition, MCI hereby provides notice that responsive information may not be available in the form requested. Subject to and without waiving these objections and the notice of unavailability of data, MCI states that it will provide responsive information to the extent such information exists and is maintained by MCI.

5. If MCI Companies has admitted any portion of Item 2 above, please describe with particularity the nodes or termination points along the route.

MCI'S OBJECTION: MCI incorporates its General Objections as if set forth fully herein, specifically Objections 3, 5, 7, 8, 9, 11, 13, 14, and 15, as well as its objections and responses to Question 2 above. In addition, MCI hereby provides notice that responsive information may not be available in the form requested. MCI additionally objects to this question on the ground that it is vague, overbroad and erroneously assumes that an affirmative response to Question 2 requires the existence of responsive information to this Question.

6. If MCI Companies has deployed any high capacity loop facilities in any of the Southeastern states, please provide the percentage of buildings where MCI Companies installed its own inside wiring, the percentage of buildings where the MCI is leasing inside wiring from another carrier, including the ILEC, and the percentage of buildings where the MCI is using inside wiring owned by the building owner. In each of these situations, please describe with specificity the cost paid for installing or leasing the inside wire in buildings.

MCI'S OBJECTION: MCI incorporates its General Objections as if set forth fully herein, specifically, Objections 3, 5, 6, 7, 8, 9, 11, 13, 14, and 15. In addition, MCI hereby provides notice that responsive information may not be available in the form requested. Further, MCI objects on the ground that "inside wiring" is not defined in BellSouth's subpoena. BellSouth also does not define "percentage of building;" thus there is no basis for comparing numbers of

buildings to other numbers of buildings. Thus MCI objects to and is unable to answer this question as it is vague. MCI further objects to this question as overbroad, and not reasonably calculated to lead to the discovery of relevant and admissible evidence. MCI also objects to this question to the extent MCI previously produced information responsive to this request, thus making the request duplicative, unduly burdensome, and oppressive. Subject to and without waiving these objections and the notice of unavailability of data, MCI states that it will provide responsive information to the extent such information is available and maintained by MCI.

REQUESTS FOR PRODUCTION

1. Produce any documents identified above.

MCI'S OBJECTION: MCI incorporates its General Objections as if set forth fully herein, specifically Objections 5, 7, 8, 9, 11, 13, and 15, as well as its objections and responses to Questions 1 through 6, above. In addition, MCI hereby provides notice that responsive information may not be available in the form requested. Subject to and without waiving these objections and the notice of unavailability of data, MCI states that it will provide responsive information to the extent such information exists and is maintained by MCI.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on February 2, 2004 a copy of the foregoing document was served on the parties of record, via electronically, US mail or hand delivery:

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